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*Counsel for Ad Hoc Group of Subrogation Claim Holders*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

Chapter 11  
Bankr. Case No. 19-30088 (DM)  
(Jointly Administered)

**PG&E CORPORATION,**

**-and-**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric  
Company  
☒ Affects both Debtors

*\* All papers shall be filed in the lead case,  
No. 19-30088 (DM)*

**RESERVATION OF RIGHTS OF THE AD  
HOC GROUP OF SUBROGATION CLAIM  
HOLDERS REGARDING THE DEBTORS'  
MOTION PURSUANT TO 11 U.S.C. §§ 105  
AND 363 AND FED. R. BANKR. P. 9019 FOR  
ENTRY OF AN ORDER (I) APPROVING  
CASE RESOLUTION CONTINGENCY  
PROCESS AND (II) GRANTING RELATED  
RELIEF**

Date: April 7, 2020  
Time: 10:00 a.m. (PT)  
Place: United States Bankruptcy Court  
Courtroom 17, 16<sup>th</sup> Floor  
San Francisco, CA 94102

1 The Ad Hoc Group of Subrogation Claim Holders (the “**Ad Hoc Subrogation Group**”) in the  
2 above-captioned chapter 11 cases of PG&E Corporation and Pacific Gas and Electric Company  
3 (collectively, “**Debtors**”), by its attorneys Willkie Farr & Gallagher LLP and Diemer & Wei, LLP,  
4 hereby submits this reservation of rights (the “**Reservation of Rights**”) to the *Debtors’ Motion*  
5 *Pursuant to 11 U.S.C. §§ 105 and 363 and Fed. R. Bankr. P. 9019 for Entry of an Order (I) Approving*  
6 *Case Resolution Contingency Process and (II) Granting Related Relief* (the “**Motion**”)  
7 [Docket. No. 6398].<sup>1</sup> In support of this Reservation of Rights, the Ad Hoc Subrogation Group  
8 respectfully represents as follows:

9 **RESERVATION OF RIGHTS**

10 The Ad Hoc Subrogation Group recognizes that Governor Newsom’s support of the Debtors’  
11 plan helps ensure that the plan will be confirmed by June 30, 2020 in accordance with the A.B. 1054  
12 deadline, and supports the Debtors’ efforts to accommodate the Governor’s concerns. Out of an  
13 abundance of caution, the Ad Hoc Subrogation Group submits this Reservation of Rights to make  
14 sure the record is clear that no rights are being waived under the subrogation claimants’ Restructuring  
15 Support Agreement (the “**RSA**”). Among other rights negotiated with respect to termination of the  
16 RSA and the \$11 billion allowed claim amount, the RSA terminates automatically if the plan is not  
17 confirmed by June 30, 2020 (or such later date if the California legislature extends the applicable  
18 deadline under A.B. 1054). If the June 30th deadline passes and the Case Resolution Contingency  
19 Process is triggered, subrogation claimants may no longer be bound by the \$11 billion allowed claim  
20 amount (subject to the terms of the RSA), and the Ad Hoc Subrogation Group must have the  
21 flexibility to take positions on any number of matters then arising in the chapter 11 cases that may  
22 have an impact on holders of subrogation claims. Accordingly, while the Ad Hoc Subrogation Group  
23 does not oppose the Motion or Case Resolution Contingency Process, it reserves all rights.

24  
25  
26  
27 <sup>1</sup> Capitalized terms used but not defined shall have the meanings ascribed in the Disclosure Statement [Docket  
28 No. 6353] or the Supplement to the Disclosure Statement [Docket No. 6448].

1 Dated: April 5, 2020

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3 **WILLKIE FARR & GALLAGHER LLP**

4  
5 /s/ Matthew A. Feldman

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